

THE KANSAS CITY SOUTHERN RAILWAY COMPANY

114 WEST ELEVENTH STREET
KANSAS CITY, MISSOURI 64105-1804

RICHARD P. BRUENING
SENIOR VICE PRESIDENT
AND GENERAL COUNSEL

PHILLIP S. BROWN
VICE PRESIDENT
ASSOCIATE GENERAL COUNSEL
AND ASSISTANT SECRETARY

W. JAMES WOCHNER
VICE PRESIDENT
AND GENERAL SOLICITOR

(816) 556-0410

FAX (816) 556-0227

ROBERT K. DREILING
ASSISTANT GENERAL COUNSEL

JOHN J. CONNOR
JAY M. NADLMAN
GENERAL ATTORNEYS

April 19, 1994

Interstate Commerce Commission
Room 2303
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

RECORDATION NO. 14930-C FILED 1425

APR 20 1994 -2 55 PM

INTERSTATE COMMERCE COMMISSION

Attention: Ms. Mildred Lee

Ladies & Gentlemen:

Enclosed for filing with the Commission pursuant to Section 11303(a) of Title 49 of the U.S. Code are two originally executed and notarized copies of the document described below.

This document is a release of a Security Agreement, dated as of March 26, 1986 and amended and restated as of April 8, 1991 (the "Security Agreement"), between MidSouth Rail Corporation (the "Debtor") and The First National Bank of Boston, as collateral agent (the "Secured Party"), covering the Debtor's rolling stock. This Release is a secondary document and terminates the Security Agreement which is a primary document.

This Release terminates the Secured Party's lien on the railroad cars, locomotives and other rolling stock covered by the Security Agreement which was filed with the Commission on March 31, 1986 as document No. 14930.

A short summary of the document to appear in the index is as follows:

"Release of Security Agreement, dated as of April 11, 1994, as a termination of the Security Agreement dated as of March 26, 1986 and amended and restated as of April 8, 1991 and recorded as document No. 14930 between MidSouth Rail Corporation, as the debtor, and The First National Bank of Boston, as collateral agent, as the secured party."

Also enclosed is a check in the amount of eighteen dollars (\$18.00) payable to the Interstate Commerce Commission, to cover the recording fee prescribed by the Commissioner in its rules and regulations.

Interstate Commerce Commission
April 19, 1994
Page 2

Please acknowledge receipt of this document at your earliest convenience by returning to me, the enclosed copy of this letter together with a copy of the Release as filed.

If you have any questions with respect to the enclosed, please call me at 816-556-0384.

Sincerely,

Jay M. Nadlman

JMN:jar
Enclosures

cc: John Scotto w/enclosures

Receipt Acknowledged:

Interstate Commerce Commission

By: _____
Title:

APR 20 1994 -2 55 PM

INTERSTATE COMMERCE COMMISSION

RELEASE OF SECURITY AGREEMENT

Dated as of April 8, 1991

THE FIRST NATIONAL BANK OF BOSTON, as collateral agent (the "MidSouth Collateral Agent") for itself and certain other lenders (the "Secured Parties"), this 11th day of April, 1994, releases the assets of **MIDSOUTH RAIL CORPORATION** (the "Company") from the Security Agreement referred to below. Capitalized terms which are used herein without definition and which are defined in the Security Agreement referred to below shall have the same meanings herein as in the Security Agreement.

WHEREAS, the Company and the MidSouth Collateral Agent are parties to that certain Security Agreement, dated as of March 26, 1986 and amended and restated as of April 8, 1991 (the "Security Agreement"); and

WHEREAS, the Company has entered into an agreement with The Penn Mutual Life Insurance Company ("Penn Mutual") whereby Penn Mutual releases any and all security interests held by it as a Secured Party in the property of the Company; and

WHEREAS, the Company has repaid all amounts owing to the Secured Parties other than Penn Mutual and all lending obligations of the Secured Parties other than Penn Mutual to the Company have been terminated; and

WHEREAS, the MidSouth Collateral Agent, with the consent of the Secured Parties, has therefore agreed to release the lien of the Security Agreement;

NOW, THEREFORE, in consideration of the foregoing premises, the MidSouth Collateral Agent hereby agrees that the lien on the Rolling Stock and all other assets of the Company created by the Security Agreement is released.

IN WITNESS WHEREOF, the MidSouth Collateral Agent has caused this Release to be executed by its duly authorized officer as of the date first set forth above.

**THE FIRST NATIONAL BANK
OF BOSTON, as MidSouth
Collateral Agent**

By: Michael J. BlakeTitle: Director

Lauri B. Langer
Notary Public

LORI B. LANGER
Notary Public
My Commission Expires Feb. 24, 2000

